

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re BP p.l.c. Securities Litigation

No. 4:10-MD-02185

Honorable Keith P. Ellison

JURY TRIAL DEMANDED

ORAL ARGUMENT REQUESTED

**DEFENDANTS' MOTION TO DISMISS IN PART
THE SECOND CONSOLIDATED AMENDED COMPLAINT**

Pursuant to Rules 9(b) and 12(b)(6) of the Federal Rules of Civil Procedure, Defendants BP p.l.c., BP America, Inc., Anthony B. Hayward, Andrew G. Inglis and Douglas Suttles respectfully move to dismiss claims asserted in the Second Consolidated Amended Class Action Complaint ("SAC") based on misstatements alleged in the SAC that either were not at issue or were not found actionable in the Court's Orders, dated February 13, 2012, as corrected (Docs. 323, 324 & 327), which plaintiffs label as Statements A, B, C, F, G, I, J, L, N, O, P, R and S.¹ Plaintiffs' claims based on these statements under Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder fail adequately to allege (i) any actionable misstatements or omissions and/or scienter under the Fifth Circuit's strict pleading requirements, and (ii) loss causation. Defendant Andrew Inglis also moves to dismiss all claims against him. In addition to the foregoing, plaintiffs' Section 20(a) claim against Inglis fails adequately to allege that Inglis participated in or controlled any alleged violation of Section 10(b).

¹ Statements F, G and O also include alleged misstatements found actionable in the Court's Orders, and those parts of the statements are not challenged in this motion.

The grounds for this motion are fully set forth in Defendants' Memorandum of Law in Support of their Motion to Dismiss in Part the Second Consolidated Amended Complaint and supported by the Declaration of Thomas W. Taylor, both filed concurrently herewith.

Dated: May 2, 2012
Houston, Texas

Respectfully submitted,

OF COUNSEL:

Daryl A. Libow (pro hac vice)
Amanda F. Davidoff
SULLIVAN & CROMWELL LLP
1701 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
Telephone: (202) 956-7500
libowd@sullcrom.com
davidoffa@sullcrom.com

Richard C. Pepperman, II (pro hac vice)
Marc De Leeuw (pro hac vice)
Matthew A. Peller
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
peppermanr@sullcrom.com
deleeuwm@sullcrom.com
pellerma@sullcrom.com

Attorneys for Defendants

/s/ Thomas W. Taylor
Thomas W. Taylor
Texas State Bar No. 19723875
S.D. Tex. Bar No. 3906
ANDREWS KURTH LLP
600 Travis, Suite 4200
Houston, TX 77002
Telephone: (713) 220-4200
Facsimile: (713) 220-4285
ttaylor@andrewskurth.com

Attorney-in-Charge for Defendants

Stephen C. Neal
COOLEY LLP
3175 Hanover Street
Palo Alto, California 94304
Telephone: (650) 843-5000
nealsc@cooley.com

Kathleen H. Goodhart
COOLEY LLP
101 California Street, 5th Floor
San Francisco, CA 94111
Telephone: (415) 693-2000
kgoodhart@cooley.com

Attorneys for Andrew G. Inglis

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Motion has been served by electronic CM/ECF filing, on this 2nd day of May, 2012.

/s/ Thomas W. Taylor

Thomas W. Taylor